

FIFTH AMENDMENT TO TRUST AGREEMENT FOR THE LOWER PASSAIC RIVER
STUDY AREA PORTION OF THE DIAMOND ALKALI SUPERFUND SITE
DATED MAY 10, 2007

This Fifth Amendment to the Trust Agreement dated May 10, 2007 (this "Fifth Amendment") is entered into as of this ____ day of _____, 2013, by and between the Settling Parties whose names and states of incorporation are set forth in Appendix A to the Second Amendment to the Trust Agreement dated July 27, 2010 ("Second Amendment to Trust Agreement") (the "Grantors"), and U.S. Bank National Association, a National Banking Association (the "Trustee").

Whereas, the United States Environmental Protection Agency ("EPA"), an agency of the United States government, and the Grantors entered into an RI/FS Administrative Settlement Agreement and Order on Consent, effective May 8, 2007 (the "Settlement Agreement") with respect to the Lower Passaic River Study Area Portion of the Diamond Alkali Superfund Site (the "Site") to which the Trust Agreement dated May 10, 2007 (the "Trust Agreement") was appended as an Exhibit;

Whereas, EPA and the Grantors entered into Amendment No. 1 to the Settlement Agreement, effective on May 21, 2009 ("Settlement Agreement Amendment No. 1"), which provides that the Grantors will make an additional payment to EPA of Future Response Costs, in the amount of \$450,000;

Whereas, pursuant to Settlement Agreement Amendment No. 1, the Grantors and the Trustee entered into an Amendment to the Trust Agreement ("First Amendment to Trust Agreement"), effective June 19, 2009;

Whereas, pursuant to Paragraph 102(b)(ii) of the Settlement Agreement, the Grantors and the Trustee entered into the Second Amendment to Trust Agreement, increasing the total funds to be deposited in the Fund by the Grantors by \$16,200,000;

Whereas, pursuant to Paragraph 102(b)(ii) of the Settlement Agreement, the Grantors and the Trustee entered into the Third Amendment to Trust Agreement, increasing the total funds to be deposited in the Fund by the Grantors by \$11,000,000 and revising the meaning of the term "Work" in the Trust Agreement;

Whereas, pursuant to Paragraph 102(b)(ii) of the Settlement Agreement, the Grantors and the Trustee entered into the Fourth Amendment to Trust Agreement, increasing the total funds to be deposited in the Fund by the Grantors by \$7,600,000;

Whereas, pursuant to Paragraphs 100 and 102(b)(ii) of the Settlement Agreement, the Grantors submitted a written proposal dated January 9, 2013 ("Proposal") for a revised Performance Guarantee to EPA to increase the total funds to be deposited in the Fund by the Grantors by \$4,000,000, which was accepted in writing by EPA on January 15, 2013;

Now, therefore, the other terms and conditions of the Trust Agreement, as amended,

remaining fully in effect and not being altered in any way, the Grantors and the Trustee hereby agree to amend the Trust Agreement as follows:

“Section 3. Establishment of Trust Fund” shall be amended so that Section 3(b) shall read:

“(b) The Trust is established initially as consisting of funds in the amount of eight million U.S. Dollars (\$8,000,000). This initial payment shall be deposited into the Trust within 90 days from the Effective Date of the Settlement Agreement. Within one year and 90 days from the Effective Date, a second payment of ten million U.S. Dollars (\$10,000,000) shall be deposited into the Trust. Within two years and 90 days from the Effective Date, a third payment of ten million U.S. Dollars (\$10,000,000) shall be deposited into the Trust. Within three years and 90 days from the Effective Date, a fourth payment of nine million, four hundred and fifty thousand U.S. Dollars (\$9,450,000) shall be deposited into the Trust. Within four years from the Effective Date, a fifth payment of five million U.S. Dollars (\$5,000,000) shall be deposited into the Trust. Within four years and 90 days from the Effective Date, a sixth payment of five million U.S. Dollars (\$5,000,000) shall be deposited into the Trust. Within five years from the Effective Date, a seventh payment of nine million U.S. Dollars (\$9,000,000) shall be deposited into the Trust. Within five years and ninety days from the Effective Date, an eighth payment of three million U.S. Dollars (\$3,000,000) shall be deposited into the Trust. Within six years from the Effective Date, a ninth payment of ten million, two hundred thousand U.S. Dollars (\$10,200,000) shall be deposited into the Trust. Within seven years from the Effective Date, a tenth payment of five million, six hundred thousand U.S. Dollars (\$5,600,000) shall be deposited into the Trust. Within eight years from the Effective Date, an eleventh payment of one million U.S. Dollars (\$1,000,000) shall be deposited into the Trust. The timing or the amount of the ninth, tenth, and eleventh payment amounts may be amended pursuant to Paragraph 100 and/or Paragraph 102 of the Settlement Agreement. The Trustee shall be notified in writing by Grantors’ Representative of any such amendment of timing of payment amounts. Such funds, along with any other monies and/or other property hereafter deposited into the Trust, and together with all earnings and profits thereon, are referred to herein collectively as the “Fund.””

SIGNATURE PAGE
IN THE MATTER OF: LOWER PASSAIC RIVER STUDY AREA PORTION OF THE
DIAMOND ALKALI SUPERFUND SITE
FIFTH AMENDMENT TO TRUST AGREEMENT DATED MAY 10, 2007

In Witness Whereof, the parties hereto have caused this Fifth Amendment to the Trust Agreement Dated May 10, 2007 to be executed by their respective officers duly authorized and attested as of the date first above written:

TRUSTEE

[Signature]

[Printed Name]

[Title]

State of _____

County of _____

On this ____ day of _____, 2013, before me personally came _____
[Name of Trustee Official]

to me known, who, being by me duly sworn, did depose and say that she/he is _____
[Title]

of _____, the National Banking Association described in and which executed the above instrument; and that she/he signed her/his name thereto.

[Signature of Notary Public]

SIGNATURE PAGE
IN THE MATTER OF: LOWER PASSAIC RIVER STUDY AREA PORTION OF THE
DIAMOND ALKALI SUPERFUND SITE
FIFTH AMENDMENT TO TRUST AGREEMENT DATED MAY 10, 2007

In Witness Whereof, the parties hereto have caused this Fifth Amendment to the Trust Agreement Dated May 10, 2007 to be executed by their respective officers duly authorized and attested as of the date first above written:

GRANTOR'S REPRESENTATIVE

William H. Hyatt, Jr., Esq.
As Grantor Representative under Trust Agreement dated May 19, 2007
between Grantors and U.S. Bank National Association regarding the
LPRSA portion of the Diamond Alkali Superfund Site

[Signature]

State of New Jersey

County of Essex

On this __ day of _____, 2013, before me personally came William H. Hyatt, Jr.
[Name]

to me known, who, being by me duly sworn, did depose and say that he is the authorized Representative of the Grantors who executed the Trust Agreement dated May 19, 2007 and is duly authorized to execute the above instrument on behalf of the Grantors listed on Appendix A to the Second Amendment to Trust Agreement dated July 27, 2010; and that he signed his name hereto.

[Signature of Notary Public]